

Response Due Date: June 15, 2009

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
GENERAL MOTORS CORP., <i>et al.</i> ,	:
	:
Debtors.	:
-----X	

Chapter 11  
Case No. 09-50026 (REG)  
(Jointly Administered)

**OBJECTION OF FLEET CAR LEASE, INC. TO NOTICE OF (I) DEBTORS' INTENT  
TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED  
LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF  
NONRESIDENTIAL REAL PROPERTY  
AND (II) CURE AMOUNTS RELATED THERETO**

Fleet-Car Lease, Inc. d/b/a Fleet Car Carriers., (hereinafter "Fleet Car"), creditor and interested party in this case objects, on a limited basis, to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto ("Assumption Notice") served upon by the above captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to the Court's Bidding Procedures Order (Docket No. 274). In support of the objection, Fleet Car states:

1. The Debtors are parties to executory contracts with Fleet Car.
2. The Debtors have proposed assuming and assigning certain of Fleet Car's executory (the "Designated Contracts").

3. Fleet Car does not object *per se* to the assumption and assignment of its contracts with the Debtors. However, Fleet Car objects to the Assumption Notice to the extent that no Cure Amount is identified by the Debtors. Fleet Car is owed a substantial sum for services rendered to the Debtors.

4. Fleet Car also objects to the extent that the Debtors' Notice would allow payment of less than all pre-petition and post-petition obligations owed by Debtors to Fleet, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2<sup>nd</sup> Cir. 1996).

5. Fleet Car further objects to the extent Debtor's Notice would allow assumption of executory contracts without satisfying the requirements in § 365(b)(1). *See also Aetna Casualty & Surety Co. v. Gamel*, 45 B.R. 345, 348 (N.D.N.Y. 1984) (citing *In re Luce Industries, Inc.*, 8 B.R. 100, 104 (Bankr. S.D.N.Y. 1980) *rev'd on other grds.*, 14 B.R. 529 (S.D.N.Y. 1981)).

6. Fleet Car reserves and and all rights arising from or associated with the Designated Contracts.

7. Because the legal and factual authority upon which Fleet Car relies upon are incorporated into this objection, Fleet Car respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law contained in Local Bankruptcy Rule 9013-1(a).

8. Because Fleet Car files this objection before having all necessary information regarding the Designated Contracts or the proposed Cure Amounts, Fleet Car reserves the right to amend this objection to include additional facts or arguments as may be determined by further investigation and also to raise such other and further objections to any proposed assumption and assignment or Cure Amounts with respect to Fleet Car's Designated Contracts.

WHEREFORE, Fleet Car respectfully requests that the Court enter an order (a) sustaining this objection in its entirety and denying the proposed assumption and assignment of Fleet Car's executory contracts on the terms proposed by the Debtors, (b) reserving its rights in connection with any Designated Contracts of Cure Amounts listed and (c) providing Fleet Car with such other and further relief as is appropriate.

Respectfully submitted,

**KERR, RUSSELL AND WEBER, PLC**

By: /s/ P. Warren Hunt

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Dated: June 12, 2009

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	:
Debtors.	: (Jointly Administered)
-----X	

**CERTIFICATE OF SERVICE**

I hereby certify that on June 12, 2009, I electronically filed the foregoing Objection to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amountss Related Thereto, Exhibit A and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on June 12, 2009 via Federal Express mail:

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United States Bankruptcy Court  
Southern District of New York  
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/s/ P. Warren Hunt  
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Dated: June 12, 2009